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12 **UNITED STATES DISTRICT COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA**

14 SECURITIES AND EXCHANGE
15 COMMISSION,

16 Plaintiff,

17 vs.

18 WESTMOORE MANAGEMENT, LLC;
19 WESTMOORE INVESTMENT, L.P.;
20 WESTMOORE CAPITAL
MANAGEMENT, INC.; WESTMOORE
CAPITAL, LLC, and MATTHEW
JENNINGS,

21 Defendants.

Case No. SACV 10-00849-AG (MLGx)

**PRELIMINARY INJUNCTION AND
ORDERS: (1) FREEZING ASSETS,
AND
(2) PROHIBITING THE
DESTRUCTION OF DOCUMENTS**

1 This matter came to be heard upon the *Ex Parte* Application of
2 Plaintiff Securities and Exchange Commission (“Commission”) for a Temporary
3 Restraining Order And Orders: (1) Freezing Assets, (2) Appointing A Temporary
4 Receiver, (3) Prohibiting The Destruction Of Documents, And (4) Requiring
5 Accountings; And Order To Show Cause Re Preliminary Injunction And
6 Appointment Of A Permanent Receiver (the “Application”). On June 16, 2010, the
7 Court granted the Commission’s Application in part and ordered the defendants to
8 show cause why a Preliminary Injunction should not be granted and a permanent
9 receiver not be appointed in accordance with the Commission’s complaint in this
10 matter.

11 On June 23, 2010, upon stipulation of the parties, the Court entered an Order
12 (1) Extending Temporary Restraining Order, (2) Setting Briefing Schedule and
13 Continuing Hearing on Order to Show Cause re: Preliminary Injunction and
14 Appointment of Receiver, and (3) Continuing Deadlines for Compliance with
15 Temporary Restraining Order.

16 On June 29, 2010, upon stipulation of the parties, the Court entered an Order
17 Lifting Asset Freeze for Specified Accounts.

18 On July 6, 2010, upon stipulation of the parties, the Court entered an Order
19 (1) Extending Temporary Restraining Order, and (2) Extending Briefing Schedule
20 and Continuing Hearing on Order to Show Cause re: Preliminary Injunction and
21 Appointment of Receiver.

22 On July 22, 2010, upon stipulation of the parties, the Court entered an Order
23 Lifting Asset Freeze for Specified Accounts.

24 On August 10, 2010, upon stipulation of the parties, the Court entered an
25 Order (1) Extending Temporary Restraining Order, and (2) Extending Briefing
26 Schedule and Continuing Hearing on Order to Show Cause re: Preliminary
27 Injunction and Appointment of Receiver.

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1 The Court, having considered the Commission’s Complaint, its Application,
2 the Memorandum of Points and Authorities, and the Declarations and other
3 documents filed in support of the Application, and all other evidence and argument
4 presented regarding the Application, finds that:

5 A. This Court has jurisdiction over the parties to, and the subject matter
6 of, this action.

7 B. Good cause exists to believe that defendants Westmoore
8 Management, LLC (“Westmoore Management”), Westmoore Investment, L.P.
9 (“Westmoore Investment”), Westmoore Capital Management, Inc. (“Westmoore
10 Capital Management”), Westmoore Capital, LLC (“Westmoore Capital”), and
11 Matthew Jennings (collectively, the “Defendants”), and each of them, have
12 engaged in, are engaging in, and are about to engage in transactions, acts, practices
13 and courses of business that variously constitute violations of Sections 5(a), 5(c)
14 and 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§ 77e(a),
15 77e(c), and 77q(a), and Section 10(b) of the Securities Exchange Act of 1934
16 (“Exchange Act”), 15 U.S.C. §§ 78j(b), and Rule 10b-5 thereunder, 17 C.F.R.
17 § 240.10b-5.

18 C. The Commission has demonstrated a probability of success on the
19 merits in this action and the possibility of dissipation of assets.

20 D. Good cause exists to believe that Defendants will continue to engage
21 in such violations to the immediate and irreparable loss and damage to investors
22 and to the general public unless they are restrained and enjoined.

23 E. The Commission has not, at this time, demonstrated sufficient cause
24 to warrant the appointment of a permanent receiver.

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I.

IT IS HEREBY ORDERED that the Commission's Application for a Preliminary Injunction Order and Orders: (1) Freezing Assets, (2) Prohibiting The Destruction Of Documents, And (3) Requiring Accountings; is GRANTED.

II.

IT IS FURTHER ORDERED that the Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are temporarily restrained and enjoined from, directly or indirectly, making use of any means or instruments of transportation or communication in interstate commerce or of the mails, to sell, to offer to sell, or to offer to buy any security, or carrying or causing securities to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale, in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77(e)(a) and 77(e)(c).

III.

IT IS FURTHER ORDERED that the Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are temporarily restrained and enjoined from, directly or indirectly, in the offer or sale of any securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- A. employing any device, scheme or artifice to defraud;
- B. obtaining money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under

1 which they were made, not misleading; or

2 C. engaging in any transaction, practice, or course of business which
3 operates or would operate as a fraud or deceit upon the purchaser;
4 in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

5 **IV.**

6 IT IS FURTHER ORDERED that the Defendants, and their officers, agents,
7 servants, employees, attorneys, subsidiaries and affiliates, and those persons in
8 active concert or participation with any of them, who receive actual notice of this
9 Order, by personal service or otherwise, and each of them, be and hereby are
10 temporarily restrained and enjoined from, directly or indirectly, in connection with
11 the purchase or sale of any security, by the use of any means or instrumentality of
12 interstate commerce, or of the mails, or of any facility of any national securities
13 exchange:

14 A. employing any device, scheme or artifice to defraud;

15 B. making any untrue statement of a material fact or omitting to state a
16 material fact necessary in order to make the statements made, in the
17 light of the circumstances under which they were made, not
18 misleading; or

19 C. engaging in any act, practice, or course of business which operates or
20 would operate as a fraud or deceit upon any person;
21 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule
22 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

23 **V.**

24 IT IS FURTHER ORDERED that, except as otherwise ordered by this
25 Court, Defendants and their officers, agents, servants, employees, attorneys,
26 subsidiaries and affiliates, and those persons in active concert or participation with
27 any of them, who receive actual notice of this Order, by personal service or
28 otherwise, and each of them, be and hereby are temporarily restrained and enjoined

1 from, directly or indirectly transferring, assigning, selling, hypothecating,
2 changing, wasting, dissipating, converting, concealing, encumbering, or otherwise
3 disposing of, in any manner, any funds, assets, securities, claims, or other real or
4 personal property, including any notes or deeds of trust or other interests in real
5 property, wherever located, of defendants Westmoore Management, Westmoore
6 Investment, Westmoore Capital Management, Westmoore Capital and Jennings, or
7 their subsidiaries or affiliates, whether owned by, controlled by, managed by or in
8 the possession or custody of any of them and from transferring, encumbering,
9 dissipating, incurring charges, or cash advances on any credit card or the credit
10 arrangements of defendants Westmoore Management, Westmoore Investment,
11 Westmoore Capital Management, Westmoore Capital and Jennings.

12 **VI.**

13 IT IS FURTHER ORDERED that, except as otherwise ordered by this
14 Court, an immediate freeze shall be placed on all monies and assets (with an
15 allowance for necessary and reasonable living expenses to be granted only upon
16 good cause shown by application to the Court with notice to and an opportunity for
17 the Commission to be heard) in all accounts at any bank, financial institution or
18 brokerage firm (including any futures commission merchant), or internet or “e-
19 currency” payment processor, all certificates of deposit, and other funds or assets,
20 held in the name of, for the benefit of, or over which account authority is held by
21 defendants Westmoore Management, Westmoore Investment, Westmoore Capital
22 Management, Westmoore Capital and/or Jennings, any subsidiaries of any of them,
23 or any entity affiliated with any of them, including, but not limited to, the accounts
24 set forth below:

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INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Bank of America	Capital Asset Lending, Inc.	0458
Bank of America	Harry's Pacific Grill (operating account)	2195
Bank of America	Harry's Pacific Grill (Payroll)	4060
Bank of America	Harry's Pacific Grill, LLC Operating A/C	8985
Bank of America	Harry's Pacific Grill, LLC Payroll I	8986
Bank of America	Harry's Pacific Grill, LLC Payroll II	8988
Bank of America	Honolulu Harry's, Inc. (Corp. Main)	1894
Bank of America	Matt Jennings	1000
Bank of America	Rancho Cucamonga Harry's Pacific Grill (General A/C)	7380
Bank of America	Rancho Cucamonga Harry's Pacific Grill (General)	6612
Bank of America	Rancho Cucamonga Harry's Pacific Grill (Payroll)	6614
Bank of America	Rancho Cucamonga Harry's Pacific Grill (Payroll)	7381
Bank of America	Westmoore Business Development, LLC	1463
Bank of America	Westmoore Capital Finance, LTD	1427
Bank of America	Westmoore Capital Group, LLC	0412

INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Bank of America	Westmoore Capital Group, LLC (China Series)	8648
Bank of America	Westmoore Capital Group, LLC (Series A)	0673
Bank of America	Westmoore Capital Group, LLC (Series II)	0762
Bank of America	Westmoore Capital Management, Inc.	0452
Bank of America	Westmoore Capital, Inc.	0331
Bank of America	Westmoore Capital, Inc. (Westmoore Tahoe)	2790
Bank of America	Westmoore Food & Entertainment., LLC	0303
Bank of America	Westmoore Holdings, Inc	6289
Bank of America	Westmoore Income Properties, LLC	1452
Bank of America	Westmoore Income Properties, LLC (11 th Street)	0838
Bank of America	Westmoore Income Properties, LLC (Brentwood)	0682
Bank of America	Westmoore Income Properties, LLC (Fresno St.)	0685
Bank of America	Westmoore Income Properties, LLC (Havas)	0837

INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Bank of America	Westmoore Income Properties, LLC (Show Low)	1097
Bank of America	Westmoore Income Properties, LLC (The Palms)	0684
Bank of America	Westmoore International	7460
Bank of America	Westmoore Investment, L.P.	6037
Bank of America	Westmoore Investment, L.P.	0104
Bank of America	Westmoore Lending Opportunity Fund, LLC	1814
Bank of America	Westmoore Lending, LLC	6718
Bank of America	Westmoore Management, LLC	7298
Bank of America	Westmoore Management, LLC (Belmont Place)	0157
Bank of America	Westmoore Partners, Inc.	2335
Bank of America	Westmoore Properties, L.P.	1185
Bank of America	Westmoore Realty Inc.	8033
Bank of America	Westmoore Securities, Inc.	1599
C.K. Cooper	Matthew Jennings	0091
C.K. Cooper	Recovery Capital Corp.	7498
C.K. Cooper	Westmoore Capital Group	5335
C.K. Cooper	Westmoore Investment	6860

INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Southwest Securities	Matthew and Jeanine Jennings	3196
Southwest Securities	Matthew Jennings FBO Luke Estrada	5224
Southwest Securities	Westmoore Capital Group, Series B	7101
Southwest Securities	Westmoore Capital Group, Series II	0331
Southwest Securities	Westmoore Holdings, Inc.	5372
Southwest Securities	Westmoore Investment, L.P.	4912
Southwest Securities	Westmoore Investment, L.P.	6549
Southwest Securities	Westmoore Management	3381
Southwest Securities	Westmoore Partners	6143
Southwest Securities	Westmoore Securities, Inc.	2160
Southwest Securities	Westmoore Trading Company	7630
Union Bank	Westmoore Capital Group	5895

Pursuant to prior orders of the Court, entered upon stipulation of the parties, the following accounts are not subject to the asset freeze ordered herein:

INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Chase	Harry's Pacific Grill (Rancho Cucamonga general operating account)	6065

INSTITUTION	ACCOUNT HOLDER	ACCOUNT NO. (LAST 4 DIGITS)
Chase	Harry's Pacific Grill (Rancho Cucamonga payroll account)	6073
Chase	Harry's Pacific Grill (Rancho Cucamonga tax account)	9139
Chase	Harry's Pacific Grill (Temecula general operating account)	6049
Chase	Harry's Pacific Grill (Temecula payroll account)	6057
Chase	Harry's Pacific Grill (Temecula tax account)	9147
C.K. Cooper	Westmoore Holdings, Inc. (brokerage account)	1648

VII.

IT IS FURTHER ORDERED that representatives of the Commission and any other government agency, are authorized to have continuing access to inspect or copy any or all of the corporate books and records and other documents of the Defendants, and continuing access to inspect their funds, property, assets and collateral, wherever located.

VIII.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, the Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or

1 otherwise, and each of them, be and hereby are temporarily restrained and enjoined
2 from, directly or indirectly: destroying, mutilating, concealing, transferring,
3 altering, or otherwise disposing of, in any manner, any documents, which includes
4 all books, records, computer programs, computer files, computer printouts,
5 contracts, correspondence, memoranda, brochures, or any other documents of any
6 kind in their possession, custody or control, however created, produced, or stored
7 (manually, mechanically, electronically, or otherwise), pertaining in any manner to
8 the Defendants, and their subsidiaries and affiliates.

9 **IX.**

10 IT IS FURTHER ORDERED, to the extent not done so already, that
11 Defendants shall, within five days of the issuance of this Order, each prepare and
12 deliver to the Commission a detailed and complete schedule of all their assets,
13 including all real and personal property exceeding \$5,000 in value, and all bank,
14 securities, futures and other accounts identified by institution, branch address and
15 account number. The accounting shall include a description of the source(s) of all
16 such assets. Such accounting shall be filed with the Court and a copy shall be
17 delivered to the Commission's Los Angeles Regional Office. After completion of
18 the accountings, the Defendants shall produce to the Commission's Los Angeles
19 Regional Office, at a time agreeable to the Commission, all books, records and
20 other documents supporting or underlying their accounting.

21 **X.**

22 IT IS FURTHER ORDERED, to the extent not done so already, that the
23 Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries
24 and affiliates, shall, within 24 hours of the issuance of this Order, cause to be
25 prepared and delivered to the Commission, a detailed and complete schedule of all
26 desktop computers, laptop computers and/or personal digital assistants ("PDA")
27 owned and/or used by them in connection with their business. In the case of the
28 individual defendant, he shall, within 24 hours of the issuance of this Order,

1 prepare and deliver to the Commission, a detailed and complete schedule of all
2 desktop computers, laptop computers and/or PDA's owned, controlled or used by
3 him for any purpose. The schedules required by this section shall include at a
4 minimum the make, model and description of each computer and/or PDA, along
5 with its location, the name of the person primarily assigned to use the computer
6 and/or PDA, all passwords necessary to access the computer and/or PDA, and all
7 passwords necessary to access and use the software contained on the computer
8 and/or PDA. The Commission shall be authorized to make an electronic, digital or
9 hard copy of all of the data contained on the computers and/or PDAs.

10 **XI.**

11 IT IS FURTHER ORDERED, to the extent not done so already, that the
12 Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries
13 and affiliates shall, within 24 hours of the issuance of this Order, cause to be
14 prepared and delivered to the Commission a detailed and complete schedule of all
15 passwords, usernames, identification numbers and similar information for all web
16 sites, email accounts, and all accounts at any bank, financial institution or
17 brokerage firm operated by or to which the Defendants have access.

18 **XII.**

19 IT IS FURTHER ORDERED, to the extent not done so already, that any
20 person who receives actual notice of this Order by personal service or otherwise,
21 and who holds, possesses, or controls assets exceeding \$5,000 for the account or
22 benefit of any of the defendants, shall within 7 days of receiving actual notice of
23 this Order provide to counsel for the Commission a written statement identifying
24 all such assets, the value of the assets, or best approximation thereof, and any
25 account number(s) or account name(s) in which the assets are held.

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4 **XIII.**

5 IT IS FURTHER ORDERED that this Court shall retain jurisdiction over
6 this action for the purpose of implementing and carrying out the terms of all orders
7 and decrees which may be entered herein and to entertain any suitable application
8 or motion for additional relief within the jurisdiction of this Court.

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10 IT IS SO ORDERED.

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12 DATED: September 29, 2010

13 TIME: 4:00 o'clock p.m.

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15 

16 THE HON. ANDREW J. GUILFORD
17 UNITED STATES DISTRICT JUDGE

18 Presented by:

19 /s/ Sam S. Puathasnanon
20 Sam S. Puathasnanon
21 Attorneys for Plaintiff
22 Securities and Exchange Commission
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